

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

Metcalf & Mansfield Alternative Investments et al.,

Debtors in Foreign Proceedings.

Chapter 15

Case No. 09-\_\_\_\_\_ ( )

Joint Administration Requested

**DECLARATION OF KEN COLEMAN IN SUPPORT OF PETITIONS  
FOR RECOGNITION OF FOREIGN PROCEEDINGS AND RELATED RELIEF**

KEN COLEMAN, pursuant to 28 U.S.C. § 1746, declares:

1. I am a member of the firm of Allen & Overy LLP, counsel to Ernst & Young Inc., the court-appointed monitor (the "**Monitor**") and authorized foreign representative of Ernst & Young Inc. is the court-appointed monitor (the "**Monitor**") and authorized foreign representative of Metcalfe & Mansfield Alternative Investments II Corp., ("**Metcalfe II**"), Metcalfe & Mansfield Alternative Investments III Corp. ("**Metcalfe III**"), Metcalfe & Mansfield Alternative Investments V Corp. ("**Metcalfe V**"), Metcalfe & Mansfield Alternative Investments XI Corp. ("**Metcalfe XI**"), Metcalfe & Mansfield Alternative Investments XII Corp. ("**Metcalfe XII**"), 6932819 Canada Inc. ("**6932819**") and 4446372 Canada Inc., ("**4446372**") and together with Metcalfe II, Metcalfe III, Metcalfe V, Metcalfe XI, Metcalfe XII, and 6932819, the "**Issuer Trustees**"). The Issuer Trustees are the trustees of the third-party (non-bank sponsored) conduit trusts, (the "**Conduits**") and the debtors in proceedings (the "**Canadian Proceedings**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the

"CCAA") pending before the Ontario Superior Court of Justice (Commercial List) (the "Ontario Court")..

2. I respectfully submit this declaration in support of the Monitor's Verified Petition For Recognition of Foreign Proceedings and Memorandum of Law.

3. Attached is a true and correct copy of each of the following documents:

- A. The Initial Order of the Ontario Court dated March 17, 2008;
- B. The Third Amended Plan of Compromise and Arrangement dated January 12, 2009;
- C. The Amended Sanction Order dated June 18, 2008;
- D. The Plan Implementation Order dated January 12, 2009;
- E. The Report of the Monitor dated March 17, 2008;
- F. The Report of the Monitor dated January 2, 2009;
- G. The Report of the Monitor dated August 18, 2009; and
- H. Affidavit of Purdy Crawford sworn to on March 17, 2008.

4. Attached is a true and correct copy of each of the unpublished decisions and orders cited in the accompanying Memorandum of Law:

- I. (1) *In re Destinator Technologies, Inc.*, No. 08-11003 (Bankr. D. Del. June 6, 2008);
- (2) *In re ROL Manufacturing (Canada) Ltd., et al.*, No. 08-31022 (Bankr. S.D. Ohio Apr. 17, 2008);
- (3) *In re Baronet U.S.A. Inc. et al.*, No. 07-13821 (Bankr. S.D.N.Y. Jan. 10, 2008);
- (4) *In re G.T.T. - Stats International, Inc.*, No. 07-11886 (Bankr. N.D.N.Y. Sept. 21, 2007);
- (5) *In re Hollinger Inc., et al.*, No. 07-11029 (Bankr. D. Del. Aug. 28, 2007);
- (6) *In re Creative Building Maintenance, Inc. et al.*, No. 06-03586 (Bankr. W.D.N.Y. Dec. 29, 2006);
- (7) *In re MAAX Corporation*, No. 08-11443 (Bankr. D. Del. Aug 5, 2008)

(8) *In re Muscletech Research and Development Inc. et al.*, Nos. 06 CIV 538 and 539 (S.D.N.Y. March 2, 2006);

(9) *In re Muscletech Research and Development Inc. et al.*, Nos. 06 CIV 538 and 539 (S.D.N.Y. July 12, 2006).

(10) *Smith v. Dominion Bridge Corp.*, No. 96-7580, 1999 WL 111465 (E.D. Pa. March 2, 1999);

(11) *In re Air Canada*, No. 03-11971 (Bankr. S.D.N.Y. Sept. 28, 2004) without exhibits;

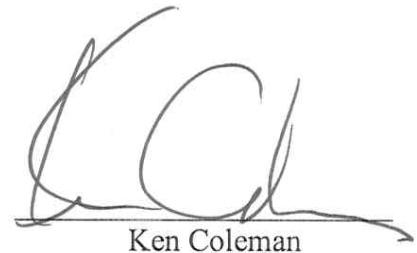
(12) *In re Converpro*, No. 08-51482C-15W (Bankr. M.D.N.C. Oct. 2, 2008)

(13) *In re Pope & Talbot, Inc., et al.*, No. 08-11933 (Bankr. D. Del. Oct. 16, 2008)

(14) *In re SemCanada Crude Company, et al.*, No. 09-12637 (Bankr. D. Del. Aug 27, 2009).

(15) *In re Bilrite Rubber (1984) Inc., et al.*, No. 09-31423 (Bankr. N.D. Ohio April 2, 2009).

November 10, 2009



Ken Coleman